

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF MISSISSIPPI**

**In re:**

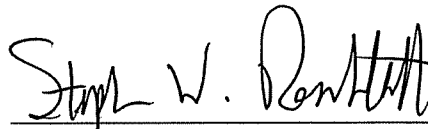
**WAREHOUSE 86, LLC**

**Debtor**

**CASE NO. 08-03423-EE  
Chapter 11**

**AFFIDAVIT**

PERSONALLY APPEARED BEFORE ME, the undersigned authority, in and for the jurisdiction aforesaid, Stephen W. Rosenblatt (the "Affiant"), attorney for the Debtor, who after having been first by me duly sworn, states on oath that this Affidavit is submitted in support of the Fifth and Final Application of Butler, Snow, O'Mara, Stevens & Cannada, PLLC for Allowance of Compensation and Reimbursement of Necessary Expenses (the "Application") and that the statements which are attached to the Application as Exhibit "B" represent a detailed statement of its reasonable fees and expenses.

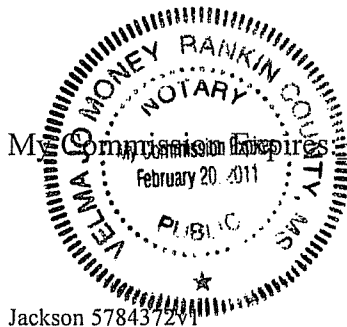


STEPHEN W. ROSENBLATT

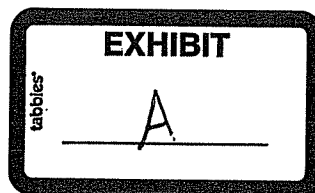
STATE OF MISSISSIPPI  
COUNTY OF MADISON

SWORN TO AND SUBSCRIBED BEFORE ME, this the 12th day of November, 2010.

  
NOTARY PUBLIC



2-20-11



**BUTLER | SNOW**  
 BUTLER, SNOW, O'MARA, STEVENS & CANNADA, PLLC

Post Office Box 6010  
 Ridgeland, MS 39158-6010  
 (601) 948-5711  
 Facsimile (601) 985-4500

Mr. Ernest K. Strahan III  
 Warehouse 86, LLC  
 P. O. Box 17361  
 Memphis, TN 38187

November 12, 2010  
 Statement: 381839  
 Matter ID: 027821.66957  
 Billing Attorney:  
 Stephen W. Rosenblatt  
 Due Date: November 27, 2010

### **STATEMENT SUMMARY**

For Services Rendered Through November 10, 2010

**Client:** Warehouse 86, LLC  
**Matter:** Chapter 11 Bankruptcy

<b>TOTAL FEES FOR CURRENT BILLING PERIOD</b>	<b>\$15,757.50</b>
<b>TOTAL COSTS FOR CURRENT BILLING PERIOD</b>	<b><u>\$660.44</u></b>
<b>TOTAL CURRENT BILLING FOR THIS MATTER</b>	<b>\$16,417.94</b>
Total Of Unpaid Balances From Prior Statements*	<b><u>89,144.14</u></b>
<b>TOTAL AMOUNT DUE FOR THIS MATTER</b>	<b><u><u>105,562.08</u></u></b>

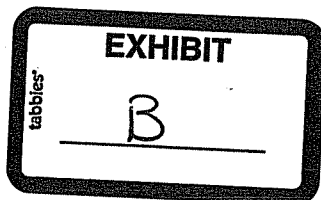
NOTE: Payments received since the last statement and applied to prior statements - \$0.00

### **AGING OF ACCOUNTS RECEIVABLE**

<u>CURRENT</u>	<u>31-60 DAYS</u>	<u>61-90 DAYS</u>	<u>91-120 DAYS</u>	<u>OVER 120 DAYS</u>
16,417.94	89,144.14	0.00	0.00	0.00

\*UNPAID BALANCES FROM PRIOR STATEMENTS

9/30/2010	378624	\$89,144.14
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Memphis, TN 38187

November 12, 2010  
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## STATEMENT

For Services Rendered Through November 10, 2010

Client: Warehouse 86, LLC  
Matter: Chapter 11 Bankruptcy

## PROFESSIONAL FEES

<u>DATE</u>		<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
9/16/2010	VGJ	Update pleading index in database from court docket (.1).	0.10	12.50
9/20/2010	SWR	Correspondence with Ernie Strahan regarding claims objections and records of debtor (.3); correspondence with Ernie Strahan regarding records access authorization (.1).	0.40	120.00
9/21/2010	SWR	Work on proposed agreed order authorizing mediation (.2); correspondence with Marcus Wilson regarding same (.2); work on proposed motion to compromise and settle case (.5); correspondence and telephone conference with Marcus Wilson regarding same and claims objection process (.4); attend hearing on motion to retain consultant (1.4); correspondence with Ernie Strahan regarding records retention documentation (.2).	2.90	870.00
9/22/2010	VGJ	Correspondence with SWR re fee application and proposed Order approving Motion for Authority to Pay Insurance Proceeds (.2); prepare proposed Order Approving Motion for Authority to Pay Insurance Proceeds (.5); correspondence with SWR re draft proposed Order (.1); prepare Fourth Application of Butler Snow for Compensation and Reimbursement (1.0); revise exhibit to Fourth Application for Compensation (.2); correspondence with SWR re same (.1).	2.10	262.50
9/22/2010	SWR	Correspondence with Velvet Johnson regarding fourth fee application for Butler Snow (.3); correspondence with Velvet Johnson regarding order on motion to pay insurance proceeds for property of others (.2); correspondence with Eric Eilertsen regarding status of order (.2).	0.70	210.00
9/23/2010	VGJ	Prepare Affidavit of SWR for Fourth Application for	0.60	75.00

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		Compensation and Notice of same (.5); office conference with SWR re same (.1).		
9/23/2010	SWR	Conference with Velvet Johnson regarding fee application (.1); work on fourth application for compensation (.4).	0.50	150.00
9/24/2010	SWR	Correspondence with Marcus Wilson regarding election by committee regarding avoidance actions (.1).	0.10	30.00
9/25/2010	SWR	Finalize order authorizing payment of insurance proceeds for property of others (.4); correspondence with Velvet Johnson regarding filing same (.1); correspondence with Ron McAlpin regarding same (.1); correspondence with Marcus Wilson regarding consultant proposal (.1); correspondence with Marcus Wilson regarding action by committee regarding avoidance action elections (.2).	0.90	270.00
9/27/2010	SWR	Correspondence with Marcus Wilson regarding response to suggested compromise on employment of Ernie Strahan as consultant (.1); correspondence with Marcus Wilson regarding acceptance by committee regarding avoidance actions (.1).	0.20	60.00
9/28/2010	SWR	Correspondence with James McCullough regarding correspondence with Marcus Wilson (.1); correspondence with Marcus Wilson regarding evaluation of avoidance actions (.1).	0.20	60.00
9/29/2010	VGJ	Receipt of returned mail from mailout of Notice of Motion to Pay Insurance Proceeds (.1); search for new address for these returned entities (.4); prepare Notice of Change of Address to file with Court (.5).	1.00	125.00
9/30/2010	VGJ	Prepare Notice of Change of Address for various creditors and electronically file same (.6); receipt and review of ECF notices and distribute (.1); office conference with SWR re Order Granting Motion to Pay Insurance Proceeds (.1); finalize Order and submit to Judge Ellington for his approval (.5); office conference with SWR re Fourth Fee Application for Butler Snow (.2); finalize Affidavit of SWR for Fourth Fee Application (.2); finalize Fourth Fee application and Notice of same with exhibits (1.0); electronically file same with court (.2); print labels from matrix, copy Notice of Fourth Fee Application along with exhibits and begin preparation for mailout (1.5).	4.40	550.00
9/30/2010	SWR	Finalize fourth fee application and notice (.3); conference with Velvet Johnson regarding submission of order on insurance proceeds (.1).	0.40	120.00
10/1/2010	VGJ	Finish preparing mailout on Fourth Fee Application (.8); prepare Certificate of Service and exhibits (.50); electronically file same with Court (.2); receipt and review of ECF Notices and distribute (.1).	1.60	200.00

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10/1/2010	SWR	Review order granting motion to pay insurance on property of others (.1); correspondence with Teresa Shippe regarding letter from SCK's attorney (.1).	0.20	60.00
10/2/2010	SWR	Correspondence with Marcus Wilson regarding evaluation of avoidance actions (.1).	0.10	30.00
10/4/2010	SWR	Correspondence with Andrew Wilson regarding response of committee to letter regarding avoidance actions (.1); telephone conference with Teresa Shippe regarding same (.2); correspondence with unsecured creditors' committee regarding conference call to discuss same (.2); conference call with unsecured creditors' committee regarding same (.3); correspondence with Eddie Christensen and Teresa Shippe regarding SOFAs (.2); correspondence with Ron McAlpin regarding status report and course of action (.2).	1.20	360.00
10/5/2010	VGJ	Receipt and review of ECF notices, calendar dates and distribute (.2).	0.20	25.00
10/5/2010	SWR	Research on standing of individual creditor to pursue chapter 5 causes of action (.4); review emergency motion to appoint trustee filed by SCK and RadioShack (.5); correspondence with Ernie Strahan regarding same (.1); correspondence with Eddie Christensen and James McCullough regarding same (.2); review notice of hearing and correspondence with Ernie Strahan and Chris Maddux (.2); preliminary research on standard for appointment of trustee (.9); correspondence with Ernie Strahan regarding list of stored documents (.2).	2.50	750.00
10/6/2010	SWR	Research regarding standard for appointment of trustee (.9); draft rough outline of response (.6); telephone conference with and correspondence with Ernie Strahan regarding meeting to review transfers within preference period (.2); correspondence with committee regarding additional information on transfers within preference period (.2); conference with Ernie Strahan regarding review emergency motion of SCK/RadioShack and work on response to same and identification of documents needed for same (1.8); correspondence with Ernie Strahan regarding document storage (.2).	3.90	1,170.00
10/7/2010	VGJ	Correspondence with SWR re August Monthly Operating Report (.1); electronically file the August Monthly Operating Report with court (.2).	0.30	37.50
10/7/2010	SWR	Correspondence with Ernie Strahan regarding AmEx and UPS charges after payment to AmEx (.3); correspondence with RecordMax regarding pickup requested records (.2); correspondence with Ernie Strahan regarding August monthly operating report (.2); correspondence with Velvet Johnson regarding filing same	2.10	630.00

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(.1); telephone conference with Ron McAlpin regarding status report (.2); correspondence with unsecured creditors' committee regarding conference call to discuss avoidance actions (.2); review proofs of claim of alleged preferences for payment information and new value or ordinary course defenses (.9).

10/8/2010	SWR	Correspondence with Eddie Christensen and Teresa Shippe regarding conference call to discuss response to SCK (.2); work on response (1.2).	1.40	420.00
10/12/2010	SWR	Research on appointment of trustee in chapter 11 case under section 1104(a) (1.4); review documents and pleadings regarding background facts (1.3); work on outline of response (.7).	3.40	1,020.00
10/12/2010	SWR	Correspondence with Ernie Strahan regarding leases of Warehouse 86 (.2); telephone conference with Teresa Burgess of RecordMax regarding access to records (.2); correspondence with Velma Jo Money regarding same (.1); correspondence with Lee Watt regarding status of settlement motion (.3); correspondence with Ron McAlpin and unsecured creditors' committee regarding same (.1).	0.90	270.00
10/13/2010	VGJ	Update court docket in database for both Adversary and Consolidated Cases (.2).	0.20	25.00
10/13/2010	SWR	Correspondence with Ernie Strahan regarding RecordMax storage contract (.2); correspondence with Ernie Strahan regarding subpoena for hearing on SCK motion (.2).	0.40	120.00
10/14/2010	VGJ	Correspondence with SWR re issuing subpoena for Ernest K. Strahan, III (.2); prepare Subpoena for Ernest K. Strahan, III (.3).	0.50	62.50
10/14/2010	SWR	Correspondence with Velvet Johnson regarding subpoena for Ernie Strahan (.2); correspondence with Ernie Strahan regarding monthly operating report for September 2010 (.2).	0.40	120.00
10/16/2010	SWR	Additional research and work on response to SCK Emergency Motion (3.8).	3.80	1,140.00
10/18/2010	VGJ	Correspondence with SWR re September Monthly Operating Report (.2); electronically file the September Monthly Operating Report with the Court (.10); finalize Subpoena for Ernest K. Strahan (.1); office conference with SWR re same (.1).	0.50	62.50
10/18/2010	SWR	Review monthly operating report for September 2010 (.1); correspondence with Velvet Johnson regarding filing same (.1); brief research on chapter 11 trustee's fees if case is converted (.3); work on analysis of alleged avoidable transfers (1.8); correspondence with unsecured creditors' committee regarding conference call to discuss same	5.90	1,770.00

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(.3); correspondence with Eddie Christensen regarding same (.2); work on response to motion of SCK to appoint a chapter 11 trustee (2.4); conference with Chris Maddux same (.2); correspondence with unsecured creditors' committee regarding analysis of transfers (.3); correspondence and telephone conference with Ernie Strahan regarding draft response (.2).

10/19/2010	VGJ	Electronically file the Response to RadioShack's Emergency Motion to Appoint a Trustee (.2); correspondence with all parties listed on Certificate of Service of the Response (.1).	0.30	37.50
10/19/2010	SWR	Final preparations for hearing on motion of SCK for appointment of trustee (.7); finalize response to motion (.2); correspondence with Marcus Wilson and committee regarding same (.1); attend hearing on motion (1.3); correspondence with Ron McAlpin regarding trustee selection process (.2); review list of panel trustees (.2); conference with Chris Maddux regarding trustee appointment and suggestions for same (.2); review correspondence with Marcus Wilson regarding proposed order for limited appointment of trustee (.3); correspondence with Ron McAlpin regarding recommended candidates for trustee (.2); correspondence with Ernie Strahan regarding result of hearing (.2).	3.60	1,080.00
10/20/2010	SWR	Correspondence with James McCullough and Ron McAlpin regarding proposed order on trustee (.2); correspondence with Marcus Wilson regarding proposed order (.1); telephone conference with Ron McAlpin regarding conversion to chapter 7 (.2); correspondence and telephone conference with Ernie Strahan regarding same (.2); work on motion to convert case to chapter 7 (.7); prepare motion to withdraw motion to retain consultant (.4).	1.80	540.00
10/21/2010	VGJ	Office conference with SWR re various motions to file (.1); finalize and electronically file Motion to Withdraw Motion to Retain Consultant (.2); finalize and electronically file Motion to Convert Case to Chapter 7 (.2); correspondence with SWR re same (.1); correspondence to all parties listed on Certificate of Service re filing of motions (.2).	0.80	100.00
10/21/2010	SWR	Correspondence with Marcus Wilson regarding order appointing trustee with limited powers (.2); correspondence with Ernie Strahan regarding motion to withdraw motion to retain consultant (.1); finalize motion to convert case (.2); correspondence with Velvet Johnson regarding filing of same (.1).	0.60	180.00
10/22/2010	VGJ	Correspondence with SWR re 21-day notice for Motion to Convert and proposed Order for Fee Application. (.10);	1.40	175.00



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telephone conference with Keisha with court re 21-day notice (.1); prepare 21-day notice (.30); electronically file 21-day notice with court (.1); prepare for mailout to all parties listed on court matrix (.5); prepare Certificate of Service of 21-day notice and electronically file same (.3).

10/22/2010	SWR	Correspondence with Velvet Johnson regarding draft of order on fee application (.1); correspondence with Keisha Brown regarding notice for motion to convert (.1); correspondence and telephone conference with Velvet Johnson regarding preparation of same (.2); correspondence and telephone conference with Marcus Wilson regarding procedure and deadlines (.3); telephone call to Ron McAlpin regarding coordination on same (.1); telephone conference with Mimi Burke Speyerer and Judge Ellington regarding same (.2); correspondence with Eric Eilertsen regarding insurance check (.2).	1.20	360.00
10/25/2010	SWR	Telephone conference with Ron McAlpin regarding order for appointment of trustee (.1); correspondence with Ron McAlpin regarding trustee with section 1106 powers (.1); correspondence with Marcus Wilson regarding same and motion to approve settlement (.1); telephone conference with Marcus Wilson regarding settlement (.2); correspondence with Andrew Wilson regarding proposed order (.1); review and revise proposed agreed order appointing trustee (.3); correspondence with Marcus Wilson regarding same (.3).	1.20	360.00
10/26/2010	VGJ	Correspondence with SWR re Motion to Convert to Ch. 7 notice (.1); prepare Amended 21 Day Notice of Motion to Convert Case to Ch. 7 (.3); office conference with SWR re same (.10); electronically file Amended 21 Day Notice with Court (.20); prepare for mailout to all parties listed on Matrix (.5); prepare Certificate of Service for Amended 21 Day Notice (.2); electronically file Certificate of Service and exhibits with Court (.2).	1.60	200.00
10/26/2010	SWR	Prepare settlement term sheet (.6); correspondence with Marcus Wilson regarding settlement term sheet (.2); correspondence with Velvet Johnson regarding notice of motion to convert case (.1); review and revise proposed notice to convert (.2).	1.10	330.00
10/27/2010	SWR	Correspondence with Marcus Wilson's office regarding proposed settlement agreement (.1).	0.10	30.00
10/28/2010	VGJ	Prepare draft proposed Order Approving Fourth Fee Application of Butler Snow (.8); correspondence with S. Rosenblatt re same (.2).	1.00	125.00
10/28/2010	SWR	Correspondence with Marcus Wilson regarding proposed settlement term sheet (.1); review and revise draft of order approving compensation (.3); correspondence with Velvet	0.60	180.00



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		Johnson regarding revisions to same (.1); review order to appoint chapter 11 trustee (.1).		
11/1/2010	VGJ	Revise proposed Order of Fee Application (.1); office conference with S. Rosenblatt re same (.1); finalize proposed Order and email to Judge Ellington (.3).	0.50	62.50
11/1/2010	SWR	Work on and finalize order approving fourth applications for compensation for Butler Snow (.5); conference with Velvet Johnson regarding same (.1); correspondence with ron McAlpin regarding selection of Kim Lentz as chapter 11 trustee(.1); review formal notice of appointment of Kim Lentz as trustee (.1); review application of United States Trustee to appoint Kim Lentz as chapter 1 trustee(.1).	0.90	270.00
11/2/2010	SWR	Review order granting fourth application for compensation (.1); correspondence with Kim Lentz regarding transition of files and background information (.3); correspondence with Ernie Strahan regarding coordination of production of records and meeting with trustee (.3); correspondence with Kim Lentz regarding settlement (.4); correspondence with Kim Lentz regarding response of Debtor to motion to appoint trustee (.2); correspondence with Kim Lentz regarding order authorizing payment of insurance proceeds (.2); correspondence with Kim Lentz regarding bank account information and contacts (.2); review order appointing trustee (.1).	1.80	540.00

**Sub-total Fees: 15,757.50**

## Rate Summary

Velvet G. Johnson	17.10	hours at \$ 125.00 /hr	2,137.50
Stephen W. Rosenblatt	45.40	hours at \$ 300.00 /hr	13,620.00
<b>Subtotal:</b>	<b>62.50</b>		<b>15,757.50</b>

## EXPENSES

<u>DATE</u>	<u>DESCRIPTION</u>	<u>AMOUNT</u>
9/30/2010	Pacer Expense.	7.20
9/30/2010	Image Reproduction 38 pages.	3.80
9/30/2010	No Charge Image Reproduction 50 pages.	0.00
10/1/2010	Postage Expense.	247.21
10/1/2010	No Charge Image Reproduction 50 pages.	0.00
10/1/2010	Image Reproduction 1399 pages.	139.90
10/4/2010	Conference Call.	5.74
10/5/2010	No Charge Image Reproduction 1 pages.	0.00
10/12/2010	Delivery Expense to 40 Northtown Drive.	25.00

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10/14/2010	No Charge Image Reproduction 8 pages.	0.00
10/18/2010	No Charge Image Reproduction 2 pages.	0.00
10/21/2010	Cash disbursement check to Stephen W. Rosenblatt. Filing fee re Motion to Convert Case to Chapter 7.	15.00
10/21/2010	No Charge Image Reproduction 1 pages.	0.00
10/22/2010	No Charge Image Reproduction 50 pages.	0.00
10/22/2010	Image Reproduction 525 pages.	52.50
10/26/2010	Image Reproduction 780 pages.	78.00
10/26/2010	No Charge Image Reproduction 50 pages.	0.00
10/26/2010	Postage Expense.	67.76
10/31/2010	Non-Routine Special Legal Research.	18.33
11/1/2010	No Charge Image Reproduction 6 pages.	0.00

**Subtotal Expenses:** 660.44

**TOTAL CURRENT BILLING FOR THIS MATTER**

\$16,417.94